

**UNITED STATES DISTRICT COURT  
FOR THE NORTHERN DISTRICT OF GEORGIA  
ATLANTA DIVISION**

BRIAN HAUGER, individually and on )  
behalf of all others similarly situated, )  
Plaintiffs, ) Civil Action Case No.  
v. )  
SDWC FINANCIAL, LLC, a Florida )  
limited liability corporation, and )  
MEREDITH BRUCE, a Georgia individual, )  
Defendants. ) 1:25-cv-01058-VMC

**DEFENDANTS' MOTION TO DISMISS**

Pursuant to Federal Rule of Civil Procedure 12(b)(6), Defendants SDWC Financial, LLC (“SDWC”) and Meredith Bruce (“Bruce”) hereby file this Motion to Dismiss Plaintiff Brian Hauger’s Class Action Complaint and Demand for Jury Trial [Doc. 1].

In support of this Motion, Defendants have filed an accompanying Brief setting forth the grounds to dismiss the following claims: Counts I and II because Plaintiff fails to state a claim under Sections 12(a)(1) and 12(a)(2) of the Securities Act of 1933, as both claims fail to meet Rule 9(b)’s heightened pleading standard for claims based on alleged misstatements or omissions. Count I (the Section 12(a)(2) claim) independently fails because there was no prospectus. Count III fails to state a claim for negligent misrepresentation because it likewise does not satisfy

Rule 9(b)'s particularity requirements. Count IV fails to allege a plausible claim for breach of fiduciary duty, as Plaintiff does not establish that Defendants owed him any fiduciary duty under federal or Georgia law. Count V fails to state a claim for professional negligence because Plaintiff does not adequately allege the specific professional roles or legal duties applicable to Defendants. Count VII fails to state a claim for unjust enrichment because the existence of the REAL agreements bars any equitable remedy, and Plaintiff has an adequate remedy at law. Finally, Plaintiff's class allegations should be dismissed because they fail to state a viable basis for class certification.

WHEREFORE, Defendants respectfully request that this Court grant its Motion to Dismiss.

Respectfully submitted this 5th day of May, 2025.

s/ Jeffrey D. Horst

Jeffrey D. Horst

Georgia Bar No. 367834

Jessica G. Cino

Georgia Bar No. 577837

Sada Jacobson Baby

Georgia Bar No. 307214

**KREVOLIN & HORST, LLC**

1201 W. Peachtree Street, N.W.

Suite 3500, One Atlantic Center

Atlanta, Georgia 30309

(404) 888-9700

horst@khlawfirm.com

cino@khlawfirm.com

baby@khlawfirm.com

*Counsel for Defendants*

**CERTIFICATE OF SERVICE**

I hereby certify that I have this day electronically filed **DEFENDANTS'** **MOTION TO DISMISS** by using the Court's CM/ECF filing system, which will automatically provide service of such filing to all parties of record.

This 5th day of May, 2025.

s/ Jeffrey D. Horst  
Jeffrey D. Horst  
*Counsel for Defendants*